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ARTICLES OF ORGANIZATION

OF

MASTER RESTAURANT DEVELOPERS, LLC

<u>ARTICLE I</u>

The name of the limited liability company formed hereby is MASTER RESTAURANT DEVELOPERS, LLC (the "Limited Liability Company").

ARTICLE II

The duration of the Limited Liability Company shall be perpetual.

ARTICLE III

The principal office and mailing address of the Limited Liability Company shall be as follows:

1395 Brickell Avenue, 14th Floor Miami, Florida 33131

ARTICLE IV

The Registered Agent of the Limited Liability Company and his street address in the State of: Florida are as follows:

> Fred K. Lickstein, Esq. 1395 Brickell Avenue, 14th Floor Miami, Florida 33131

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<u>ARTICLE V</u>

The Limited Liability Company shall be manager-managed. The names and addresses of the initial Managers are as follows:

Jorge Carbajal 14372 S.W. 18th Street Miami, FL 33175 Jose Alberni P.O. Box 997180 Miami, FL 33299-7180 Pedro Amaro, Jr. P.O. Box 997180 Miami, FL 33299-7180

Lickopen

Fred K. Lickstein, as Authorized Representative of the Members

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

Before me personally appeared Fred K. Lickstein, as Authorized Representative of the Members, a who is personally known to me, or \Box who produced ______

}

)

_____ as identification, to be the person who executed the foregoing Articles of Organization.

In witness whereof I have hereunto set my hand and official seal this (7) day of ______

udith D. Rodman woodstion # DD 057845 Mantie Bonding Co., Inc.

114 My Commission expires:

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CERTIFICATE OF DESIGNATION OF RESIDENT AGENT AND ACCEPTANCE OF DESIGNATION

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned limited liability company organized under the laws of the state of Florida, submits the following statement in designating its Registered Office and Registered Agent in the State of Florida:

1. The name of the limited liability company is MASTER RESTAURANT DEVELOPERS, LLC.

2. The name and address of the Registered Agent and Office is:

Fred K. Lickstein, Esq. 1395 Brickell Avenue, 14th Floor Miami, Florida 33131

Having been named as Registered Agent and to accept service of process for the above stated limited liability company at the place designated in the Certificate, 1 hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all Statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as Registered Agent.

Fred K. Lickstein, Registered Agent

1

Date: 8/17/05

MASTER RESTAURANT DEVELOPERS, LLC

Fred K. Lickstein, as Authorized Representative of the Members

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